

N 98000003780

MOORE, COSTELLO & HART, P.L.L.P.
A Professional Limited Liability Partnership
ATTORNEYS

REPLY TO

ST. PAUL OFFICE

WRITER'S DIRECT DIAL NUMBER

(651) 602-2689

tdm@mch-pllp.com

March 15, 2000

By Federal Express

Department of State
Division of Corporations
409 E. Gaines Street
Tallahassee, FL 32399

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-03/16/00--01071--009
*****43.75 *****43.75

Dear Madam or Sir:

Please find the original and a photocopy of the Articles of Amendment to Articles of Incorporation of Intercountry Adoption Center, Inc. for filing. Also enclosed is our firm check in the amount of \$43.75. This includes the \$35.00 filing fee and \$8.75 for obtaining a certified copy of the filed Amendment.

If you have any questions, please feel free to contact me. Thank you.

Very truly yours,

MOORE, COSTELLO & HART, P.L.L.P.

By


Tara D. Mattessich

:crb

Enclosures

cc: Mr. Antonio Maset

STP:68327.1/34365-3

Amend
T. LEWIS MAR 24 2000

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701 FOURTH AVENUE SOUTH • SUITE 1350 • MINNEAPOLIS, MN 55415-1823 • TEL. (612) 673-0148 • FAX (612) 395-8600

**ARTICLES OF AMENDMENT
TO
ARTICLES OF INCORPORATION
OF
INTERCOUNTRY ADOPTION CENTER, INC.**

FILED
00 MAR 16 AM 11:26
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Pursuant to the provisions of section 617.1006, Florida Statutes, the undersigned
Florida nonprofit corporation adopts the following articles of amendment to its articles of
incorporation.

FIRST:

The Articles of Incorporation of Intercountry Adoption Center, Inc. were deleted
in their entirety, and the attached Amended Articles of Incorporation of Intercountry
Adoption Center, Inc. were duly adopted.

SECOND:

The date of adoption of the amendment was the 1st day of March, 2000.

THIRD:

The Amendment contained in Article First was adopted by the sole member and
the board of directors of Intercountry Adoption Center, Inc.

INTERCOUNTRY ADOPTION CENTER,
INC.

By 
Timothy Puffer, Its Chair

Date Signed: 3-6-00

AMENDED
ARTICLES OF INCORPORATION
OF
INTERCOUNTRY ADOPTION CENTER, INC.

ARTICLE I

NAME

The name of this corporation shall be Intercountry Adoption Center, Inc.

ARTICLE II

CORPORATE SEAL

This corporation shall not have a seal.

ARTICLE III

PURPOSE

This corporation is incorporated under the Chapter 617 of the Florida Statutes ("Florida Not For Profit Corporation Act") as a Florida nonprofit corporation. The primary purpose of this corporation is exclusively charitable and educational within the meanings of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, or such other provisions of Florida or Federal Law as may from time to time be applicable. The specific purposes of this corporation are to educate families, birth mothers and other interested individuals about the process of adoption, to conduct home studies in connection with the adoption process, to facilitate adoption of children by families and individuals seeking to adopt, and to engage in any other activities relating to families and adoption.

ARTICLE IV

POWERS

Section 4.1. Notwithstanding any other provisions of these Articles of Incorporation, all of the work of this corporation shall be carried on, and all funds of this corporation, whether income or principal and whether acquired by gift or contribution or otherwise, shall be used and applied exclusively for charitable, educational, religious, or scientific purposes directly or indirectly benefiting this corporation, (but no requirement that principal be expended other than at the direction of the Board of Directors is hereby created), and in such manner that no part of the net earnings of this corporation will in any event inure to the benefit of any officer or director of this corporation or of any other corporation, organization, foundation, fund, or institution, or any other individual (except that reasonable compensation may be paid for services rendered to or for this corporation in furtherance of one or more of its purposes, and except also that individuals may benefit from grants, scholarships, fellowships and similar payments or contributions made for charitable, educational, religious, or scientific purposes in furtherance of the objects and purposes of this corporation that are otherwise permitted under the Internal Revenue Code of 1986, as amended, and regulations issued thereunder).

Section 4.2. This corporation shall not engage, otherwise than as an insubstantial part of its total activities, in activities that in themselves are not in furtherance of one or more of the exempt purposes specified in Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, and regulations issued thereunder. No part of the principal, assets or net income of this corporation shall in any event be paid or contributed to any other corporation, organization, foundation, fund, institution, or

governmental body, any substantial part of the activities of which consists of carrying on propaganda or otherwise attempting to influence legislation or which participates or intervenes in any political campaign on behalf of any candidate for public office, nor shall this corporation itself engage in such activities in any way, directly or indirectly, except to the extent, if any, permitted by the Internal Revenue Code of 1986, as amended, and regulations issued thereunder.

Section 4.3. No amount shall be expended as a grant for travel, study, or other similar purposes by any individual unless such grant satisfies the requirements of the Internal Revenue Code of 1986, as amended, and regulations issued thereunder.

Section 4.4. No officer or director of this corporation or other private individual shall be entitled to share in the distribution of the corporate assets on liquidation, dissolution, or winding up of this corporation. However, nothing contained in these Articles shall be construed to prevent distribution of the properties of this corporation to another distributee, otherwise properly made in accordance with the provisions of these Articles and the purposes herein stated, solely by reason of the fact that one or more of the directors or officers of this corporation may be connected or associated with the distributee as shareholder, member, director, officer or in any other capacity.

ARTICLE V

NONDISCRIMINATION

This corporation shall not discriminate on the basis of race, color, creed, religion, national origin, sex, marital status, sexual preference, status with regard to public assistance, sexual orientation, disability or age.

ARTICLE VI

INUREMENT OF INCOME

This corporation does not and shall not afford pecuniary gain incidentally or otherwise to any private individual.

ARTICLE VII

DURATION

The duration of this corporation shall be perpetual.

ARTICLE VIII

REGISTERED/PRINCIPAL OFFICE AND AGENT

The registered and principal office of this corporation shall be located at: 7204 13th Avenue West, Bradenton, FL 34209. The name of the registered agent at this address is: Michelle A. Ripp.

ARTICLE IX

PRINCIPAL MAILING OFFICE

The principal mailing office of this corporation shall be located at: 7204 13th Avenue West, Bradenton, FL 34209.

ARTICLE X

CAPITAL STOCK

This corporation shall have no members.

ARTICLE XI

DIRECTORS

Section 11.1. The management of this corporation shall be vested in a Board of Directors elected by the directors.

Section 11.2. The number, qualifications and terms of office of the directors shall be fixed by the Bylaws of this corporation.

Section 11.3. An action required or permitted to be taken at a board meeting may be taken by written action signed by the number of directors that would be required to take the same action at a meeting of the board at which all directors were present.

ARTICLE XII

DISSOLUTION

Upon the dissolution of the corporation, the Board of Directors shall, after paying or making provisions for the payment of all the liabilities of the corporation, transfer all remaining assets of the corporation exclusively for the purposes of the corporation in such manner, or to such organization or organizations organized and operated exclusively for charitable, educational, religious, or scientific purposes as shall at the time qualify as an exempt organization or organizations under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, or such other provision of Florida or federal law as may from time to time be applicable, as the Board of Directors shall determine. Any such assets not so disposed of shall be disposed of by the District Court of the county in which the principal office of the corporation is then located, exclusively for such purposes or to such organization or organizations, as said court shall determine, which are organized and operated exclusively for such purposes.

ARTICLE XIII

AMENDMENT

These Articles may be amended at any time and from time to time by the affirmative vote of a majority of directors then in office.

STP:53971-1.DOC/34365-3